

Hearing Date and Time: August 27, 2010 at 10:00 a.m. (prevailing Eastern time)
Supplemental Response Date and Time: August 25, 2010 at 4:00 p.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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Chicago, Illinois 60606
John Wm. Butler, Jr.
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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|----------------------------|
| ----- | x | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case Number 05-44481 (RDD) |
| | : | |
| | : | (Jointly Administered) |
| Reorganized Debtors. | : | |
| | : | |
| ----- | x | |

**REORGANIZED DEBTORS' SUPPLEMENTAL REPLY TO RESPONSE OF
CLAIMANT TO REORGANIZED DEBTORS' OBJECTION TO ADMINISTRATIVE
EXPENSE CLAIM NUMBER 19168 FILED BY MICHIGAN FUNDS ADMINISTRATION**

**("SUPPLEMENTAL REPLY REGARDING CLAIM
FILED BY MICHIGAN FUNDS ADMINISTRATION")**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings Corp., the "Reorganized Debtors") hereby submit the Reorganized Debtors' Supplemental Reply To Response Of Claimant To Reorganized Debtors' Objections To Administrative Expense Claim Number 19168 Filed By Michigan Funds Administration (the "Supplemental Reply"), and respectfully represent as follows:

A. Preliminary Statement

1. On October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended.

2. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

3. On July 15, 2010, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers 10884, 15346, And 15347 And Reorganized Debtors' Objection To Proofs Of Administrative Expense Claim Numbers 19168 And 19574 (Docket No. 20419) (the "Sufficiency Hearing Notice").

4. The Reorganized Debtors filed the Sufficiency Hearing Notice and are filing this Supplemental Reply to implement Article 9.6(a) of the Modified Plan, which provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6(a).

5. By the Sufficiency Hearing Notice and pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Claims Objection Procedures Order"), the Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims, entered October 22, 2009 (Docket No. 18998), the Eleventh Supplemental Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered April 5, 2010 (Docket No. 19776), and the Notice Of Rescheduling Of Fifty-Ninth Omnibus Hearing And Thirty-Seventh Claims Hearing (Docket No. 20417), the Reorganized Debtors scheduled a hearing (the "Sufficiency Hearing") on August 27, 2010 at 10:00 a.m. (prevailing Eastern time) in this Court to address the legal sufficiency of proof of administrative expense claim number 19168 and whether such proof of claim states a colorable claim against the asserted Debtor.

6. This Supplemental Reply is filed pursuant to paragraph 9(b)(i) of the Claims Objection Procedures Order. Pursuant to paragraph 9(b)(ii) of the Claims Objection Procedures Order, if a Claimant wishes to file a supplemental pleading in response to this Supplemental Reply, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing – i.e., by **August 25, 2010.**

B. Relief Requested

7. By this Supplemental Reply, the Reorganized Debtors request entry of an order disallowing and expunging a certain proof of administrative expense claim filed against the Debtors in their chapter 11 cases.

C. The Claim Filed Against The Debtors

8. On July 15, 2009, the Michigan Funds Administration (the "Claimant") filed administrative expense claim number 19168 (the "Claim") against Delphi ("Delphi"), asserting a claim in the amount of \$1,130,191.92 for workers' compensation funds assessments. During the Reorganized Debtors' review of the Claim, the Reorganized Debtors determined that the Claim was fully satisfied by previous payments. Moreover, the Claimant made no reservation of rights to amend the Claim for additional amounts. Accordingly, this Court should enter an order disallowing and expunging the Claim in its entirety.

9. The Reorganized Debtors' Objection To Claim 19168. On March 19, 2010, the Reorganized Debtors objected to the Claim on the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection"), on the grounds that the Claim was not reflected on the Reorganized Debtors' books and records.

10. Response To The Reorganized Debtors' Objection. On April 14, 2010, the Claimant filed the Response To Debtors' Forty-Sixth Omnibus Claims Objection On Behalf Of Michigan Funds Administration (Docket No. 19824) (the "Response").

11. The Sufficiency Hearing Notice. Pursuant to the Claims Objection

Procedures Order, the hearing on the Reorganized Debtors' objection to the Claim was adjourned to a future date. On July 15, 2010, the Reorganized Debtors filed the Sufficiency Hearing Notice with respect to the Claim scheduling the Sufficiency Hearing.

D. Claimant's Burden Of Proof And Standard For Sufficiency Of Claim

12. The Reorganized Debtors respectfully submit that the Claim fails to state a claim against the Debtors under rule 7012 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Claimant has not proved any facts to support a right to payment by the Reorganized Debtors on behalf of the Debtors. Accordingly, the Reorganized Debtors' objections to the Claim should be sustained and the Claim should be disallowed and expunged in its entirety.

13. The burden of proof to establish a claim against the Debtors rests on the claimant and, if a proof of claim does not include sufficient factual support, such proof of claim is not entitled to a presumption of prima facie validity pursuant to Bankruptcy Rule 3001(f). In re Spiegel, Inc., No. 03-11540, 2007 WL 2456626, at *15 (Bankr. S.D.N.Y. August 22, 2007) (the claimant always bears the burden of persuasion and must initially allege facts sufficient to support the claim); see also In re WorldCom, Inc., No. 02-13533, 2005 WL 3832065, at *4 (Bankr. S.D.N.Y. Dec. 29, 2005) (only a claim that alleges facts sufficient to support legal liability to claimant satisfies claimant's initial obligation to file substantiated proof of claim); In re Allegheny Int'l., Inc., 954 F.2d 167, 173 (3d Cir. 1992) (in its initial proof of claim filing, claimant must allege facts sufficient to support claim); In re Chiro Plus, Inc., 339 B.R. 111, 113 (Bankr. D. N.J. 2006) (claimant bears initial burden of sufficiently alleging claim and establishing facts to support legal liability); In re Armstrong Finishing, L.L.C., No. 99-11576-C11, 2001 WL 1700029, at *2 (Bankr. M.D.N.C. May 2, 2001) (only when claimant alleges

facts sufficient to support its proof of claim is it entitled to have claim considered prima facie valid); In re United Cos. Fin. Corp., 267 B.R. 524, 527 (Bankr. D. Del. 2000) (claimant must allege facts sufficient to support legal basis for its claim to have claim make prima facie case).

14. For purposes of sufficiency, this Court has determined that the standard of whether a claimant has met its initial burden of proof to establish a claim should be similar to the standard employed by courts in deciding a motion to dismiss under Bankruptcy Rules 7012 and 9014. See Transcript of January 12, 2007 Hearing (Docket No. 7118) (the "January 12, 2007 Transcript") at 52:24-53:1. Pursuant to that standard, a motion to dismiss should be granted if a claimant fails to make "[f]actual allegations . . . enough to raise a right to relief above the speculative level [to a plausible level],' assuming (of course) that all the allegations in the complaint are true." Bradley v. Rell, No. 1:07-CV-0148, 2010 U.S. Dist. LEXIS 29606, at *13 (N.D.N.Y. Mar. 25, 2010) (quoting Bell Atl. Corp. v. Twombly, 550 U.S 544, 555 (2007)). Essentially, the claimant must provide facts that plausibly support a legal liability against the Debtors.

15. This Court further established that the sufficiency hearing standard is consistent with Bankruptcy Rule 3001(f), which states that "a proof of claim executed and filed in accordance with these Rules shall constitute prima facie evidence of the validity and amount of the claim." Fed. R. Bankr. P. 3001(f) (emphasis added). Likewise, Bankruptcy Rule 3001(a) requires that "the proof of claim shall conform substantially to the appropriate Official Form" and Bankruptcy Rule 3001(c) requires that "when a claim . . . is based on a writing, the original or a duplicate shall be filed with the proof of claim." Fed. R. Bankr. P. 3001(a), (c). See January 12, 2007 Transcript at 52:17-22.

E. Argument Regarding The Claim

16. The Claim Has Been Satisfied In Full. On July 29, 2009, the Debtors issued three separate checks to the Claimant in the amounts of: (a) \$741,109.45, (b) \$354,497.36, and (c) \$34,585.11. These checks were submitted to the Claimant together with payment remittance forms provided by the Claimant to satisfy the workers' compensation fund assessments asserted in the Claim. The total amount of the three checks referenced above was \$1,130,191.92 – the same amount asserted on the Claim. The completed payment remittance forms along with copies of the checks are attached hereto as Exhibit A and copies of the three cleared checks are attached hereto as Exhibit B.

17. Accordingly, the Reorganized Debtors believe that the Claim has been paid in full and assert that (a) the Michigan Funds Administration has not met its burden of proof to establish a claim against or interest in the Debtors, (b) administrative expense claim number 19168 is not entitled to a presumption of prima facie validity pursuant to Bankruptcy Rule 3001(f), and (c) the Claim fails to state a claim against the Reorganized Debtors under Bankruptcy Rule 7012. Because the Michigan Funds Administration cannot provide facts or law supporting the Claim, the Forty-Sixth Omnibus Claims Objection should be sustained as to administrative expense claim number 19168, and the Claim should be disallowed and expunged in its entirety.

WHEREFORE the Reorganized Debtors respectfully request this Court enter an order (a) sustaining the objection with respect to the Claim, (b) disallowing and expunging the Claim in its entirety, and (c) granting such further and other relief this Court deems just and proper.

Dated: New York, New York
August 17, 2010

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
155 North Wacker Drive
Chicago, Illinois 60606

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit A



Sedgwick CMS

Sedgwick Claims Management Services, Inc.
25330 Telegraph Road Southfield, MI 48033
Phone: 248-603-8167 Fax: 248-223-6358

August 4, 2009

Via Certified Mail – Return Receipt – 7004-1160-0001-8367-7245

Ms. Valerie Hart, Assessment Coordinator
State of Michigan
7201 W. Saginaw Hwy, Ste 110
Lansing, Michigan 48917

Re: Delphi Corporation – Annual Assessments

Enclosed are checks for Delphi Corporation for the following Michigan assessments:

Silicosis, Dust Disease & Logging - Check No. 21250199 – Amount \$34,585.11

Second Injury Fund – Check No. 21250197 – Amount \$354,497.36

Self Insurers' Security Fund – Check No. 21250198 – Amount \$741,109.45

If you have any questions, or need additional information, please feel free to give me a call at 248-603-8167.

Sincerely,

Sheila M. Gerard
Data Analyst IV

/SMG

Enclosures (noted above)

PLEASE COMPLETE THIS FORM AND RETURN IT (BOTH FRONT AND BACK SIDES) WITH YOUR REMITTANCE IN FULL BY SEPTEMBER 23, 2009 TO:

State of Michigan - Second Injury Fund
7201 W. Saginaw Hwy., Ste. 110
Lansing, MI 48917

RECEIVED

JUL 21 2009

DNBC

Attention: Valerie A. Hart, Assessment Coordinator

****EACH FUND CHECK AND THIS DOCUMENT CAN BE MAILED IN THE SAME ENVELOPE. IT IS IMPERATIVE THAT YOU RETURN THIS DOCUMENT WITH YOUR PARTY AND REFERENCE NUMBERS INCLUDED TO INSURE PROPER CREDIT TO YOUR ACCOUNT****

MARK FRAYLICK, MGR WORKERS' COMP
DELPHI AUTOMOTIVE SYSTEMS CORP.
5825 DELPHI DRIVE
MC-480-410-104
TROY, MI 48098

Funds Administration Party #: 12933

REFERENCE NUMBER: 49906 (Please use this reference number in your correspondence.)

Our total amount of Michigan workers' compensation benefits, including redemption settlements, but excluding medical costs, rehabilitation payments, and funeral costs, paid during **calendar year 2008** was:

\$ 24,703,648.45

0.01435 of the above amount is \$ 354,497.36 for which remittance is enclosed.

Please complete the fields in **bold** below and complete the company name and address if different than what is listed on the address above

Company Name Delphi Corporation **FED ID#** 38-3430473

Address 5825 Delphi Drive, MC-480-410-104, Troy, MI 48098

Contact Person/Title Mark Fraylick, Manager, WC Telephone # 248-813-1252

E-Mail mark.a.fraylick@delphi.com

Completed By/Title Shelva M. Gerard, Data Analyst Telephone # 248-603-8167

Please contact your service company to verify who is to make payment of this invoice as to avoid duplicate payment.

Service Company (if applicable) Sedgwick Claims Management Services

Service Company Telephone # 248-603-8167 Date 8/4/09

Sedgwick Claims Management Services, Inc
 P.O. Box 14422
 Lexington KY 40512-4422

RECEIVED
 AUG 04 2009
 DNBC

| DATE | CHECK AMT | CHECK NO. |
|---|------------|------------|
| 07/29/2009 | 354,497.36 | 0021250197 |
| PAYEE | TAX ID | |
| STATE OF MICHIGAN - SECOD INJURY FUND | *****0134 | |
| SCMS UNIT | PAGE | |
| 182 Sedgwick Claims Management Services | 001 | |

000100 0021250197 00144 OF 00146 OAM 090729 1032

SEDGWICK CMS
 25330 TELEGRAPH ROAD - SUITE 440
 TAKELA HARRIS/SHEILA GERARD
 SOUTHFIELD, MI 48033

| Claimant Name | Loss Date | Claim Number | SSN |
|---|-----------|--------------|-----|
| <p>Amt Paid: 354497.36 Description: State Assessment Amt Billed: 354497.36 Invoice: Ref No 49906 ICN: Dates: 07/29/2009 - 07/29/2009 Comment: Delphi MI Annual Assessemnt 2nd Injury - Fund#12933</p> | | | |

For more information about other Sedgwick CMS payments? Visit sedgwickcms.com. Click on Provider Resources, then choose viaOne Express® for Providers.

ORIGINAL DOCUMENT IS PRINTED ON CHEMICAL REACTIVE PAPER WITH AN UNPRINTED WATERMARK - DO NOT WASH IF THE WATERMARK IS VISIBLE

Sedgwick Claims Management Services, Inc
 on Behalf of Delphi Automotive Systems

ORIGIN 1824856 DATE 07/29/2009 CHECK NO 0021250197 62-22 311

PAY ONLY THREE FIVE FOUR FOUR NINE SEVEN 36

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PAY *THREE HUNDRED FIFTY FOUR THOUSAND FOUR HUNDRED*
 NINETY SEVEN AND 36/100 DOLLARS

TO STATE OF MICHIGAN - SECOD INJURY FUND
 THE
 ORDER
 OF

achovia, N.A. Bank
 Lexington, DE

VOID AFTER 60 DAYS

Delphi Automotive Systems, Principal
 Sedgwick Claims Management Services, Inc, Agent
 BY: *[Signature]*

\$354,497.36

EBR-1

0021250197 031100225 2079950059703

07/14/2010 8:53AM

PLEASE COMPLETE THIS FORM AND RETURN IT (BOTH FRONT AND BACK SIDES) WITH YOUR REMITTANCE IN FULL BY SEPTEMBER 23, 2009 TO:

State of Michigan - Silicosis, Dust Disease and Logging Industry Compensation Fund
7201 W. Saginaw Hwy., Ste. 110
Lansing, MI 48917

Attention: Valerie A. Hart, Assessment Coordinator

RECEIVED

JUL 21 2009

DNBC

****EACH FUND CHECK AND THIS DOCUMENT CAN BE MAILED IN THE SAME ENVELOPE. IT IS IMPERATIVE THAT YOU RETURN THIS DOCUMENT WITH YOUR PARTY AND REFERENCE NUMBERS INCLUDED TO INSURE PROPER CREDIT TO YOUR ACCOUNT****

MARK FRAYLICK, MGR WORKERS' COMP
DELPHI AUTOMOTIVE SYSTEMS CORP.
5825 DELPHI DRIVE
MC-480-410-104
TROY, MI 48098

Funds Administration Party #: 12933

REFERENCE NUMBER: 50671 (Please use this reference number in your correspondence.)

Our total amount of Michigan workers' compensation benefits, including redemption settlements, but excluding medical costs, rehabilitation payments, and funeral costs, paid during **calendar year 2008** was:

\$ 24,703,648.45

0.0014 of the above amount is \$ 34,585.11 for which remittance is enclosed.

Please complete the fields in **bold** below and complete the company name and address if different than what is listed on the address above

Company Name Delphi Corporation **FED ID#** 38-3430473

Address 5825 Delphi Drive-M/C 480-410-104, Troy, MI 48098

Contact Person/Title Mark Fraylick, mgr. Work Comp Telephone # 248.813.1252

E-Mail mark.a.fraylick@delphi.com

Completed By/Title Sheila M. Gerard, Data Analyst Telephone # 248.603.8167

Please contact your service company to verify who is to make payment of this invoice as to avoid duplicate payment.

Service Company (if applicable) Sedgwick Claims Management Services

Service Company Telephone # 248.603.8167 Date 8/14/09

Sedgwick Claims Management Services, Inc
 P.O. Box 14422
 Lexington KY 40512-4422

RECEIVED
 AUG 03 2009
 DNBC

| DATE | CHECK AMT | CHECK NO. |
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| 07/29/2009 | 34,585.11 | 0021250199 |
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SEDGWICK CMS
 25330 TELEGRAPH ROAD - SUITE 440
 ATTN: TAKELA HARRIS/SHEILA GERARD
 SOUTHFIELD, MI 48033

| | | | |
|--|-----------|--------------|-----|
| Claimant Name | Loss Date | Claim Number | SSN |
| Amt Paid: 34585.11 Description: State Assessment Amt Billed: 34585.11 Invoice: 50671 ICN: Dates: 07/29/2009 - 07/29/2009 Comment: Delphi MI assesement - Silicosis Dust Fund - Fund#12 | | | |

Questions about other Sedgwick CMS payments? Visit sedgwickcms.com. Click on Provider Resources, then choose viaOne Express® for Providers.

Sedgwick Claims Management Services, Inc
 on Behalf of Delphi Automotive Systems

ORIGIN
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DATE
 07/29/2009

CHECK NO.
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PAY ONLY 34585.11
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PAY *THIRTY FOUR THOUSAND FIVE HUNDRED EIGHTY FIVE*
 AND 11/100 DOLLARS

TO STATE OF MICHIGAN-SILICOSIS, DUST DISEAS
 THE
 ORDER
 OF

Wachovia, N.A. Bank
 Wilmington, DE

VOID AFTER 60 DAYS

\$34585.11
 Delphi Automotive Systems, Principal
 Sedgwick Claims Management Services, Inc, Agent
 BY:

[Signature]
 EBA

⑈0021250199⑈ ⑈031100225⑈ 2079950059703⑈

07/14/2010 8:53AM

PLEASE COMPLETE THIS FORM AND RETURN IT (BOTH FRONT AND BACK SIDES) WITH YOUR REMITTANCE IN FULL BY SEPTEMBER 23, 2009 TO:

State of Michigan - Self-Insurers' Security Fund
7201 W. Saginaw Hwy., Ste. 110
Lansing, MI 48917

Attention: Valerie A. Hart, Assessment Coordinator

RECEIVED

JUL 21 2009

****EACH FUND CHECK AND THIS DOCUMENT CAN BE MAILED IN THE SAME ENVELOPE. IT IS IMPERATIVE THAT YOU RETURN THIS DOCUMENT WITH YOUR PARTY AND REFERENCE NUMBERS INCLUDED TO INSURE PROPER CREDIT TO YOUR ACCOUNT****

MARK FRAYLICK, MGR WORKERS' COMP
DELPHI AUTOMOTIVE SYSTEMS CORP.
5825 DELPHI DRIVE
MC-480-410-104
TROY, MI 48098

Funds Administration Party #: 12933

REFERENCE NUMBER: 49133 (Please use this reference number in your correspondence.)

Our total amount of Michigan workers' compensation benefits, including redemption settlements, but excluding medical costs, rehabilitation payments, and funeral costs, paid during **calendar year 2008** was:

\$ 24,703,648.45

0.03 of the above amount is \$ 741,109.45 for which remittance is enclosed.

Please complete the fields in **bold** below and complete the company name and address if different than what is listed on the address above

Company Name Delphi Corporation **FED ID#** 38-3430473

Address 5825 Delphi Drive MC-480-410-104, Troy, MI 48098

Contact Person/Title Mark Fraylick, Manager Wc Telephone # 248.813.1252

E-Mail mark.a.fraylick@delphi.com

Completed By/Title Sheila H. Gerard, Data Analyst Telephone # 248.603.8167

Please contact your service company to verify who is to make payment of this invoice as to avoid duplicate payment.

Service Company (if applicable) Sedgwick Claims Management Services

Service Company Telephone # 248.603.8167 Date 8/4/09

Sedgwick Claims Management Services, Inc
 P.O. Box 14422
 Lexington KY 40512-4422

RECEIVED
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| 07/29/2009 | 741,109.45 | 0021250198 |
| PAYEE | TAX ID | |
| STATE OF MICHIGAN | *****Q134 | |
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| 182 Sedgwick Claims Management Services | 001 | |

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SEDGWICK CMS
25330 TELEGRAPH ROAD - SUITE 440
ATTN: TAKELA HARRIS/SHEILA GERARD
SOUTHFIELD, MI 48033

| Claimant Name | Loss Date | Claim Number | SSN |
|---|-----------|--------------|-----|
| <p>Amt Paid: 741109.45 Description: State Assessment Amt Billed: 741109.45 Invoice: 49133 ICN: Dates: 07/29/2009 - 07/29/2009 Comment: Delphi MI Assessment - SI Security Fund - Fund#12933</p> | | | |

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Sedgwick Claims Management Services, Inc
 on Behalf of Delphi Automotive Systems

ORIGIN
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DATE
 07/29/2009

CHECK NO.
 0021250198

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PAY ONLY 741109.45

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PAY *SEVEN HUNDRED FORTY ONE THOUSAND ONE HUNDRED NINE*
 AND 45/100 DOLLARS

TO STATE OF MICHIGAN
 THE SELF INSURERS' SECURITY FUND
 ORDER
 OF

Wachovia, N.A. Bank
 Wilmington, DE

VOID AFTER 60 DAYS

Delphi Automotive Systems, Principal
 Sedgwick Claims Management Services, Inc, Agent
 BY:

[Signature]
[Signature]

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Exhibit B

| Account | Serial Number | Date | Amount |
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| 2079950059703 | 21250199 | 08/14/2009 | \$34,585.11 |

Front Image

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Sedgwick Claims Management Services, Inc
 on Behalf of Delphi Automotive Systems

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PAY ONLY **34585.11**

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PAY *THIRTY FOUR THOUSAND FIVE HUNDRED EIGHTY FIVE*
 AND 11/100 DOLLARS

TO STATE OF MICHIGAN-SILICOSIS, DUST DISEAS

THE

ORDER

OF

Wachovia, N.A. Bank
 Wilmington, DE

VOID AFTER 60 DAYS

Delphi Automotive Systems, Principal
 Sedgwick Claims Management Services, Inc. Agent
 BY: *[Signature]*

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FOR DEPOSIT ONLY
 SILICOSIS & DUST
 DISEASE FUND
 SECOND INJURY FUND
 SELF-INSURERS' SECURITY FUND

Wachovia certifies that the above image accurately represents the physical item from which it was produced.

| Account | Serial Number | Date | Amount |
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| 2079950059703 | 21250198 | 08/14/2009 | \$741,109.45 |

Front Image

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Sedgwick Claims Management Services, Inc
 on Behalf of Delphi Automotive Systems

ORIGIN 1821856 DATE 07/29/2009 CHECK NO. 0021250198 62-22 311

PAY ONLY 741109.45

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PAY *SEVEN HUNDRED FORTY ONE THOUSAND ONE HUNDRED NINE*
 AND 45/100 DOLLARS

TO STATE OF MICHIGAN
 THE SELF INSURERS' SECURITY FUND
 ORDER
 OF

Wachovia, N.A. Bank
 Wilmington, DE

VOID AFTER 60 DAYS

Delphi Automotive Systems, Principal
 Sedgwick Claims Management Services, Inc, Agent
 BY: *[Signature]*

00021250198 00345 2079950059703 0074110945

Back Image

JP MORGAN CHASE BANK, NA
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2948 66091

FOR DEPOSIT ONLY
 SILICOIS & DUST
 DISEASE FUND
 SECOND INJURY FUND
 SELF-INSURERS' SECURITY FUND

Wachovia certifies that the above image accurately represents the physical item from which it was produced.

| Account | Serial Number | Date | Amount |
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| 2079950059703 | 21250197 | 08/14/2009 | \$354,497.36 |

Front Image

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| Sedgwick Claims Management Services, Inc on Behalf of Delphi Automotive Systems | | ORIGIN 1821656 | DATE 07/29/2009 | CHECK NO. 0021250197 | 62-22 311 |
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PAY ONLY 354497.36

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PAY *THREE HUNDRED FIFTY FOUR THOUSAND FOUR HUNDRED*
NINETY SEVEN AND 36/100 DOLLARS

TO STATE OF MICHIGAN - SECOND INJURY FUND

THE ORDER OF

Wachovia, N.A. Bank VOID AFTER 60 DAYS
Wilmington, DE

Delphi Automotive Systems, Principal
Sedgwick Claims Management Services, Inc, Agent
BY: *[Signature]*

00021250197 003110022502079950059703 0035449736

Back Image

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|---|
| <p>JP MORGAN CHASE BANK, NA INDIANAPOLIS, IN 46132-9999 90749999634 033 0177 22</p> <p>2948 66092</p> <p>FOR DEPOSIT ONLY SILICOSIS & DUST DISEASE FUND SECOND INJURY FUND SELF-INSURERS' SECURITY FUND</p> |
|---|

Wachovia certifies that the above image accurately represents the physical item from which it was produced.